

Cobham plc, Brook Road, Wimborne
Dorset, England BH21 2BJ
Tel: +44 (0)1202 882020 • Fax: +44 (0)1202 840523
www.cobham.com

COBHAM

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2006 JAN -9 P 2:35

Our ref: L/COB/88.2/19549

4th January 2006

OFFICE OF INTERNATIONAL
CORPORATE FINANCE



06010102

Securities and Exchange Commission
Division of Corporate Finance
Office of International Corporate Finance
100 F Street NE
Washington
DC 20549
USA

PROCESSED

JAN 12 2006 E

THOMSON
FINANCIAL

SUPPL

Dear Sirs

Securities Exchange Act 1934 Rule 12g3-2(b)
Issuer: Cobham plc
File no: 8234923

We enclose the following copy documents as required pursuant to the above-referenced rule:

1. General Purposes Committee resolutions allotting securities:
 - General Purposes Committee resolution allotting securities dated 3 January 2006
 - General Purposes Committee resolution allotting securities dated 3 January 2006
 - General Purposes Committee resolution allotting securities dated 3 January 2006
 - General Purposes Committee resolution allotting securities dated 3 January 2006
 - General Purposes Committee resolution allotting securities dated 4 January 2006
2. Notice of allotment of shares or securities on Form 88(2):
 - Form 88(2) dated 3 January 2006
 - Form 88(2) dated 4 January 2006

If you have any questions or comments, please contact me at +44 (0)1202 857552.

Yours faithfully
for Cobham plc

J M Pope
Company Secretary/Solicitor

Handwritten signature 1/9

COBHAM PLC

Minutes of a meeting of the General Purposes Committee
held at Brook Road, Wimborne,
Dorset BH21 2BJ on 3rd January 2006

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2005 JAN -9 P 2:30

OFFICE OF INTERNATIONAL
CORPORATE FINANCE

Present: A E Cook - Chairman
W G Tucker

In attendance: J M Pope - Secretary

1. It was reported that the participant below had given notice to the company in compliance with the scheme rules exercising his options in accordance with the following particulars:

1.1 The Cobham Executive Share Option Scheme (1994) – [Unapproved ("U")]

<u>Date of Grant</u>	<u>Name</u>	<u>Date of Notice</u>	<u>No. of Shares</u>	<u>Subscription Price</u>
20.10.98	A Pellerin	03.01.06	25,700 ("U")	£15,916.78

It was resolved that a total of 25,700 new ordinary shares of 2.5p nominal value each be allotted in accordance with the following particulars such shares to rank pari passu with the existing ordinary shares of 2.5p each.

<u>Name</u>	<u>No. of Shares</u>	<u>Premium per Share (£)</u>
A Pellerin	25,700	£0.59433

- 1.2 It was further resolved that the secretary be instructed:

- 1.2.1 to direct the Registrars to prepare as soon as possible a definitive share certificate for 25,700 ordinary shares of 2.5p each in the company allotted to Rood Nominees Limited [Crest Account CFIN/Participant DT01];
 - 1.2.2 to prepare and file form 88(2) and to notify the Stock Exchange of the issue of the shares.
2. There being no further business the meeting closed.


.....
Chairman

COBHAM PLC

RECEIVED Minutes of a meeting of the General Purposes Committee

2006 JAN -9 P 2:35 held at Brook Road, Wimborne,
Dorset BH21 2BJ on 3rd January 2006

OFFICE OF INTERNATIONAL
CORPORATE FINANCE

Present: A E Cook - Chairman
W G Tucker

In attendance: J M Pope - Secretary

1. It was reported that the participant below had given notice to the company in compliance with the scheme rules exercising his options in accordance with the following particulars:

1.1 The Cobham Executive Share Option Scheme (1994) – [Unapproved ("U")]

<u>Date of Grant</u>	<u>Name</u>	<u>Date of Notice</u>	<u>No. of Shares</u>	<u>Subscription Price</u>
10.05.96	D Gaggin	03.01.06	12,120 ("U")	£7,029.60
30.10.97	D Gaggin	03.01.06	205,550 ("U")	£175,909.69
20.10.98	D Gaggin	03.01.06	164,900 ("U")	£102,127.517

It was resolved that a total of 382,570 new ordinary shares of 2.5p nominal value each be allotted in accordance with the following particulars such shares to rank pari passu with the existing ordinary shares of 2.5p each.

<u>Name</u>	<u>No. of Shares</u>	<u>Premium per Share (£)</u>
D Gaggin	12,120	£0.555
D Gaggin	205,550	£0.8308
D Gaggin	164,900	£0.59433

- 1.2 It was further resolved that the secretary be instructed:

- 1.2.1. to direct the Registrars to prepare as soon as possible a definitive share certificate for 382,570 ordinary shares of 2.5p each in the company allotted to Rood Nominees Limited [Crest Account CFIN/Participant DT01];
- 1.2.2. to prepare and file form 88(2) and to notify the Stock Exchange of the issue of the shares.

2. There being no further business the meeting closed.



Chairman

COBHAM PLC

Minutes of a meeting of the General Purposes Committee held at Brook Road, Wimborne, Dorset BH21 2BJ on 3rd January 2006

Present: A E Cook - Chairman
W G Tucker

In attendance: J M Pope - Secretary

1. It was reported that the participant below had given notice to the company in compliance with the scheme rules exercising his options in accordance with the following particulars:

1.1 The Cobham Executive Share Option Scheme (1994) – [Unapproved ("U")]

<u>Date of Grant</u>	<u>Name</u>	<u>Date of Notice</u>	<u>No. of Shares</u>	<u>Subscription Price</u>
29.10.02	M Kurzdorfer	02.01.06	16,800 ("U")	£15,315.88
30.10.03	M Kurzdorfer	02.01.06	55,270 ("U")	£65,540.82

1.2 The Cobham Executive Share Option Scheme (2004) – [Unapproved ("U")]

<u>Date of Grant</u>	<u>Name</u>	<u>Date of Notice</u>	<u>No. of Shares</u>	<u>Subscription Price</u>
20.09.04	M Kurzdorfer	02.01.06	28,610 ("U")	£38,547.11

It was resolved that a total of 100,680 new ordinary shares of 2.5p nominal value each be allotted in accordance with the following particulars such shares to rank pari passu with the existing ordinary shares of 2.5p each.

<u>Name</u>	<u>No. of Shares</u>	<u>Premium per Share (£)</u>
M Kurzdorfer	16,800	£0.8866
M Kurzdorfer	55,270	£1.16083
M Kurzdorfer	28,610	£1.3223

- 1.2 It was further resolved that the secretary be instructed:

- 1.2 1. to direct the Registrars to prepare as soon as possible a definitive share certificate for 100,680 ordinary shares of 2.5p each in the company allotted to Rood Nominees Limited [Crest Account CFIN/Participant DT01];

- 1.2.2 to prepare and file form 88(2) and to notify the Stock Exchange of the issue of the shares.

2. There being no further business the meeting closed.

.....

Chairman

COBHAM PLC

**Minutes of a meeting of the General Purposes Committee
held at Brook Road, Wimborne,
Dorset BH21 2BJ on 3rd January 2006**

Present: A E Cook - Chairman
 W G Tucker

In attendance: J M Pope - Secretary

1. It was reported that the participant below had given notice to the company in compliance with the scheme rules exercising his options in accordance with the following particulars:

1.1 The Cobham Executive Share Option Scheme (1994) – [Unapproved ("U")]

<u>Date of Grant</u>	<u>Name</u>	<u>Date of Notice</u>	<u>No. of Shares</u>	<u>Subscription Price</u>
20.11.01	M Higgins	03.01.06	20,130 ("U")	£19,445.71
29.10.02	M Higgins	03.01.06	21,330 ("U")	£21,800.79

It was resolved that a total of 41,460 new ordinary shares of 2.5p nominal value each be allotted in accordance with the following particulars such shares to rank pari passu with the existing ordinary shares of 2.5p each.

<u>Name</u>	<u>No. of Shares</u>	<u>Premium per Share (£)</u>
M Higgins	20,130	£1.058
M Higgins	21,330	£0.8666

- 1.2 It was further resolved that the secretary be instructed:
- 1.2 1. to direct the Registrars to prepare as soon as possible a definitive share certificate for 41,460 ordinary shares of 2.5p each in the company allotted to Rood Nominees Limited [Crest Account CFIN/Participant DT01];
- 1.2.2 to prepare and file form 88(2) and to notify the Stock Exchange of the issue of the shares.
2. There being no further business the meeting closed.



 Chairman

COBHAM PLC

Minutes of a meeting of the General Purposes Committee held at Brook Road, Wimborne, Dorset BH21 2BJ on 4th January 2006

Present: A E Cook - Chairman
W G Tucker

In attendance: J M Pope - Secretary

1. It was reported that the participant below had given notice to the company in compliance with the scheme rules exercising his options in accordance with the following particulars:

1.1 The Cobham Executive Share Option Scheme (2004) – [Unapproved ("U")]

<u>Date of Grant</u>	<u>Name</u>	<u>Date of Notice</u>	<u>No. of Shares</u>	<u>Subscription Price</u>
20.09.04	A W Vaughan	03.01.06	43,540 ("U")	£58,662.88

It was resolved that a total of 43,540 new ordinary shares of 2.5p nominal value each be allotted in accordance with the following particulars such shares to rank pari passu with the existing ordinary shares of 2.5p each.

<u>Name</u>	<u>No. of Shares</u>	<u>Premium per Share (£)</u>
A W Vaughan	43,540	£1.3223

- 1.2 It was further resolved that the secretary be instructed:
 - 1.2 1. to direct the Registrars to prepare as soon as possible a definitive share certificate for 43,540 ordinary shares of 2.5p each in the company allotted to Rood Nominees Limited [Crest Account CFIN/Participant DT01];
 - 1.2.2 to prepare and file form 88(2) and to notify the Stock Exchange of the issue of the shares.
2. There being no further business the meeting closed.


.....
Chairman

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CORPORATE FINANCE



Companies House
— for the record —

88(2)

(Revised 2005)

Please complete in typescript, or
in bold black capitals.

CHWP000

Company Number

30470

Return of Allotment of Shares

Company name in full

Cobham plc

Shares allotted (including bonus shares):

(see Guidance Booklet GBA6)

Date or period during which
shares were allotted

(If shares were allotted on one date
enter that date in the "from" box)

From

Day Month Year

0 3 0 1 2 0 0 6

To

Day Month Year

Class of shares

(ordinary or preference etc)

Ordinary 2.5p

Number allotted

43,540

Nominal value of each share

£0.025

Amount (if any) paid or due on each
share (including any share premium)

£0.025

List the names and addresses of the allottees and the
number and class of shares allotted to each overleaf

If the allotted shares (including bonus shares) are fully or partly paid up otherwise than in
cash please state:

% that each share is to be
treated as paid up

% (if any) that each share
is to be paid up in cash

Consideration for which
the shares were allotted

(This information must be supported by
the original or a certified copy of the
contract or by Form 88(3) if the contract
is not in writing)

Companies House receipt date barcode

This form has been provided free of charge
by Companies House.

When you have completed and signed the form please send it to the
Registrar of Companies at:

Companies House, Crown Way, Cardiff, CF14 3UZ

for companies registered in England and Wales

or

Companies House, 37 Castle Terrace, Edinburgh, EH1 2EB

for companies registered in Scotland

DX 33050 Cardiff

DX 235 Edinburgh
or LP - 4 Edinburgh 2

Names and addresses of the allottees

Shareholder details <i>(list joint allottees as one shareholder)</i>	Shares and share class allotted	
Name(s) Rood Nominees Ltd (Crest Participant DT01/Crest Member Account CFIN) Address 20 Fenchurch Street, London, England UK Postcode <u>E C 3 P 3 D B</u>	Class of shares allotted Ordinary 2.5p	Number allotted 43,540
Name(s) Address UK Postcode	Class of shares allotted	Number allotted
Name(s) Address UK Postcode	Class of shares allotted	Number allotted
Name(s) Address UK Postcode	Class of shares allotted	Number allotted
Name(s) Address UK Postcode	Class of shares allotted	Number allotted

Please enter the number of continuation sheets (if any) attached to this form

Signed

[Signature]

J.M. Pope

Date 04.01.06

** A director / secretary / administrator / administrative receiver / receiver / official receiver / receiver manager / voluntary arrangement supervisor

** Please delete as appropriate

Contact Details

You do not have to give any contact information in the box opposite but if you do, it will help Companies House to contact you if there is a query on the form. The contact information that you give will be visible to searchers of the public record

Mr John Pope, Company Secretary, Cobham plc, Brook Road,

Wimborne, Dorset BH21 2BJ

Tel 01202 857552

DX number

DX exchange

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(Revised 2005)

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in bold black capitals.

CHWP000

Return of Allotment of Shares

Company Number

30470

Company name in full

Cobham plc

Shares allotted (including bonus shares):

(see Guidance Booklet GBA6)

Date or period during which
shares were allotted

(If shares were allotted on one date
enter that date in the "from" box)

From

To

Day Month Year

Day Month Year

0 3 0 1 2 0 0 6

Class of shares

(ordinary or preference etc)

Ordinary 2.5p

Number allotted

550,410

Nominal value of each share

£0.025

Amount (if any) paid or due on each
share (including any share premium)

£0.025

List the names and addresses of the allottees and the
number and class of shares allotted to each overleaf

If the allotted shares (including bonus shares) are fully or partly paid up otherwise than in
cash please state:

% that each share is to be
treated as paid up

% (if any) that each share
is to be paid up in cash

Consideration for which
the shares were allotted

(This information must be supported by
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09/2005

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for companies registered in England and Wales

or
Companies House, 37 Castle Terrace, Edinburgh, EH1 2EB
for companies registered in Scotland

DX 33050 Cardiff

DX 235 Edinburgh
or LP - 4 Edinburgh 2

Names and addresses of the allottees

Shareholder details (list joint allottees as one shareholder)	Shares and share class allotted	
Name(s) Rood Nominees Ltd (Crest Participant DT01/Crest Member Account CFIN) Address 20 Fenchurch Street, London, England UK Postcode E C 3 P 3 D B	Class of shares allotted Ordinary 2.5p	Number allotted 382,570
Name(s) Rood Nominees Ltd (Crest Participant DT01/Crest Member Account CFIN) Address 20 Fenchurch Street, London, England UK Postcode E C 3 P 3 D B	Class of shares allotted Ordinary 2.5p	Number allotted 100,680
Name(s) Rood Nominees Ltd (Crest Participant DT01/Crest Member Account CFIN) Address 20 Fenchurch Street, London, England UK Postcode E C 3 P 3 D B	Class of shares allotted Ordinary 2.5p	Number allotted 41,460
Name(s) Rood Nominees Ltd (Crest Participant DT01/Crest Member Account CFIN) Address 20 Fenchurch Street, London, England UK Postcode E C 3 P 3 D B	Class of shares allotted Ordinary 2.5p	Number allotted 25,700
Name(s) Address UK Postcode	Class of shares allotted 	Number allotted

Please enter the number of continuation sheets (if any) attached to this form

Signed



Date 03.01.06

** A director / secretary / administrator / administrative receiver / receiver / official receiver / receiver manager / voluntary arrangement supervisor

** Please delete as appropriate

Contact Details

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